

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

----- x  
In re

Chapter 11

BH S&B Holdings LLC, *et al.*,

Case No. 08-14604 (MG)

Debtors.

Jointly Administered  
----- x

**ORDER GRANTING FIRST INTERIM APPLICATION OF ARENT FOX LLP  
FOR ALLOWANCE OF COMPENSATION AND REIMBURSEMENT OF EXPENSES**

Upon consideration of the First Interim Application (“Application”) of Arent Fox LLP (“Arent Fox”), as Counsel to the Official Committee of Unsecured Creditors (“Committee”) for Allowance of Compensation and Reimbursement of Expenses for the Period from December 1, 2008 through April 30, 2009 (the "Application Period"); and a hearing having been held before this court to consider the Application on June 17, 2009; and notice having been given pursuant to Federal Rule of Bankruptcy Procedure 2002(c)(2); and due consideration having been given to any responses thereto; and sufficient cause having been shown therefor, it is hereby;

**ORDERED** that the Application is hereby granted as set forth herein; and it is further

**ORDERED** that the Debtors are authorized and directed to pay to Arent Fox \$1,056,049.00<sup>1</sup> in compensation for actual and necessary services rendered by Arent Fox as counsel to the Committee during the Application Period; and it is further

**ORDERED** that the Debtors are authorized and directed to pay Arent Fox \$22,980.43 in reimbursement of actual and necessary expenses incurred by Arent Fox during the Application Period; and it is further

**ORDERED** that the Debtors shall immediately pay Arent Fox the “hold back”<sup>2</sup> amount of ~~\$213,209.80~~ **\$105,604.90 (MG)** related to the approved fees and expenses covered in the

---

<sup>1</sup> This amount has been adjusted to reflect a reduction of \$10,000.00 in fees, pursuant to discussions with the United States Trustee. The attached Schedule A(1) contains a detailed breakdown of the amounts requested.

<sup>2</sup> The attached Schedule A(2) contains a detailed breakdown of the holdback amount.

Application not previously paid in accordance with the Interim Compensation Order (as defined in the Application); and it is further

**ORDERED** that the terms and conditions of this Order shall be immediately enforceable and effective upon its entry; and it is further

**ORDERED** that Arent Fox is authorized and empowered to take any necessary actions to implement and effectuate the terms of this Order; and it is further

**ORDERED** that this Court shall retain jurisdiction over all matters arising from or related to the interpretation of this Order.

Dated: New York, New York

**June 17, 2009**

/s/Martin Glenn  
United States Bankruptcy Judge

CASE NUMBER: 08-14604 (MG)  
CASE NAME: BH S&B Holdings LLC, *et al.*

**CURRENT FEE PERIOD: DECEMBER 1, 2008 to APRIL 30, 2009**

<b>Applicant</b>	<b>Date/ Document Number of Application</b>	<b>Fees Requested</b>	<b>Fees Awarded</b>	<b>Expenses Requested</b>	<b>Expenses Awarded</b>
Arent Fox LLP  Counsel to the Official Committee of Unsecured Creditors	05/22/09  Doc. No. 430	\$455,233.81 <sup>3</sup>  (Excluding Matter 17)	\$455,233.81  (Excluding Matter 17)	\$8,888.01  (Excluding Matter 17)	\$8,888.01  (Excluding Matter 17)
		\$600,815.19  (Attributable to Matter 17)	\$600,815.19  (Attributable to Matter 17)	\$14,092.42  (Attributable to Matter 17)	\$14,092.42  (Attributable to Matter 17)
Total		\$1,056,049.00	\$1,056,049.00	\$22,980.43	\$22,980.43

SCHEDULE A(1)

DATED: **June 17, 2009**

INITIALS: **MG** USBJ

---

<sup>3</sup> This amount has been adjusted to reflect a reduction of \$10,000.00 in fees, pursuant to discussions with the United States Trustee.

CASE NUMBER: 08-14604 (MG)  
CASE NAME: BH S&B Holdings LLC, *et al.*

### SUMMARY OF FEES

	12/01/08 - 12/31/08	01/01/09 - 01/31/09	02/01/09 - 02/28/09	03/01/09 - 03/31/09	04/01/09 - 04/30/09	TOTALS
TOTAL AMOUNT OF COMPENSATION	\$183,678.50	\$127,865.00	\$56,841.50	\$41,717.81	\$55,131.00	<b>\$455,233.81<sup>4</sup></b>
LESS 20% HOLDBACK	\$36,735.70	\$25,573.00	\$11,368.30	\$8,343.56	\$11,026.20	\$93,046.76
80% ALLOWED	\$146,942.80	\$102,292.00	\$45,473.20	\$33,374.25	\$44,104.80	\$372,187.05
100% EXPENSES	\$2,057.20	\$466.92	\$2,584.78	\$2,805.65	\$973.46	<b>\$8,888.01</b>
COMPENSATION ATTRIBUTABLE TO MATTER 17	\$0.00	\$0.00	\$327,440.50	\$221,635.19	\$51,739.50	<b>\$600,815.19</b>
LESS 20% HOLDBACK	\$0.00	\$0.00	\$65,488.10	\$44,327.04	\$10,347.90	\$120,163.04
80% ALLOWED	\$0.00	\$0.00	\$261,952.40	\$177,308.15	\$41,391.60	\$480,652.15
100% EXPENSES ATTRIBUTABLE TO MATTER 17	\$0.00	\$0.00		\$11,033.69	\$3,868.73	<b>\$14,902.42</b>

SCHEDULE A(2)

DATED: **June 17, 2009**

INITIALS: **MG** USBJ

<sup>4</sup> This amount has been adjusted to reflect a reduction of \$10,000.00 in fees, pursuant to discussions with the United States Trustee.  
NYC/437676.1